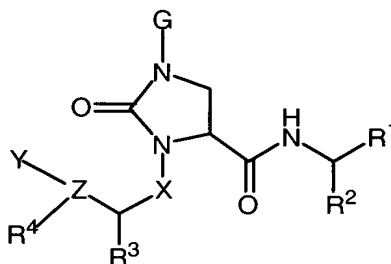


Amendments to the Claims:

The listing of claims will replace all prior versions and listing of claims in the application:

Listing of Claims:

Claim 1 (currently amended): A compound, including enantiomers, stereoisomers, rotamers and tautomers of said compound, and pharmaceutically acceptable salts or solvates of said compound, said compound having the general structure shown in Formula I:



Formula I

wherein:

R¹ is COR⁵ or B(OR)₂, wherein R⁵ is selected from the group consisting of: H, OH, OR⁸, NR⁹R¹⁰, CF₃, C₂F₅, C₃F₇, CF₂R⁶, R⁶, and COR⁷ with R⁷ being H, OH, OR⁸, CHR⁹R¹⁰, or NR⁹R¹⁰, wherein R⁶, R⁸, R⁹ and R¹⁰ are independently selected from the group consisting of H, alkyl, aryl, heteroalkyl, heteroaryl, cycloalkyl, cycloalkyl, arylalkyl, heteroarylalkyl, CH(R^{1'})COOR¹¹, CH(R^{1'})CONR¹²R¹³, CH(R^{1'})CONHCH(R^{2'})COO R¹¹, CH(R^{1'})CONHCH(R^{2'})CONR¹²R¹³, CH(R^{1'})CONHCH(R^{2'})R', CH(R^{1'})CONHCH(R^{2'})CONHCH(R^{3'})COO R¹¹, CH(R^{1'})CONHCH(R^{2'})CONHCH(R^{3'})CONR¹²R¹³, wherein R^{1'}, R^{2'}, R^{3'}, R', R¹¹, R¹², and

R¹³ are independently selected from a group consisting of H, alkyl, aryl, heteroalkyl, heteroaryl, cycloalkyl, alkyl-aryl, alkyl-heteroaryl, aryl-alkyl and heteroaralkyl;

Z is O, N, or CH;

X is selected from the group consisting of: C=O, C=S and (CRR')_p;

p is a number from 1-6;

G is selected from the group consisting of: H, alkyl, aryl, heteroalkyl, heteroaryl, alkyl-aryl and alkyl-heteroaryl with the proviso that G may be additionally optionally and chemically-suitably substituted with U¹¹ or U¹²;

R² is selected from the group consisting of H; C1-C10 alkyl; C2-C10 alkenyl; C3-C8 cycloalkyl; C3-C8 heterocycloalkyl, alkoxy, aryloxy, alkylthio, arylthio, amino, carbamate, urea, ketone, aldehyde, cyano, nitro; (cycloalkyl)alkyl and (heterocycloalkyl)alkyl, wherein said cycloalkyl is made of three to eight carbon atoms, and zero to six oxygen, nitrogen, sulfur, or phosphorus atoms, and said alkyl is of one to six carbon atoms; aryl; heteroaryl; alkyl-aryl; and alkyl-heteroaryl;

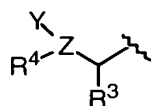
R, R², and R³ may be the same or different and are independently selected from the group consisting of H; C1-C10 alkyl; C2-C10 alkenyl; C3-C8 cycloalkyl; C3-C8 heterocycloalkyl, alkoxy, aryloxy, alkylthio, arylthio, amino, amido, ester, carboxylic acid, carbamate, urea, ketone, aldehyde, cyano, nitro; (cycloalkyl)alkyl and (heterocycloalkyl)alkyl, wherein said cycloalkyl is made of three to eight carbon atoms, and zero to six oxygen, nitrogen, sulfur, or phosphorus atoms, and said alkyl is of one to six carbon atoms; aryl; heteroaryl; alkyl-aryl; and alkyl-heteroaryl;

R⁴ maybe present or absent, and if R⁴ is present, R⁴ is selected from H, alkyl, aryl; and

Y is selected from the group consisting of H, alkyl, aryl, heteroalkyl, heteroaryl, cycloalkyl, arylalkyl, heteroarylalkyl, and U, where U is selected from alkyl-aryl, aryl-heteroaryl, alkyl-heteroaryl, alkylcarbonyl, arylalkylcarbonyl, arylcarbonyl, heteroalkylcarbonyl, heteroarylcarbonyl, cycloalkylcarbonyl, alkyloxycarbonyl, alkyl-aryloxycarbonyl, aryloxycarbonyl, arylalkyloxycarbonyl, heteroaryloxycarbonyl, heterocycloalkyloxycarbonyl, cycloalkyloxycarbonyl, alkylaminocarbonyl, arylaminocarbonyl, alkyl-arylaminocarbonyl, arylaminocarbonyl, arylalkylaminocarbonyl, heteroarylaminocarbonyl, cycloalkylaminocarbonyl, heterocycloalkylaminocarbonyl, alkylsulfonyl, arylsulfonyl, alkyl-arylsulfonyl, arylalkylsulfonyl, heteroarylsulfonyl, cycloalkylsulfonyl, and heterocycloalkylsulfonyl with the proviso that U may be additionally optionally and chemically-suitably substituted with U¹¹ or U¹²; where

U¹¹ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkyl-alkyl, heterocyclyl, heterocyclylalkyl, aryl, alkylaryl, arylalkyl, heteroaryl, alkylheteroaryl, or heteroarylalkyl moiety, with the proviso that U¹¹ may be additionally optionally substituted with U¹²; and

U¹² is hydroxy, alkoxy, aryloxy, thio, alkylthio, arylthio, amino, alkylamino, arylamino, alkylsulfonyl, arylsulfonyl, alkylsulfonamido, arylsulfonamido, carboxy, carbalkoxy, carboxamido, alkoxycarbonylamino, alkoxycarbonyloxy, alkylureido, arylureido, halogen, cyano, or nitro moiety, with the proviso that the alkyl, alkoxy, and aryl may be additionally optionally substituted with moieties independently selected from U¹²; and that said moiety:



may alternately represent an arylalkyloxy group;
with said alkyl, heteroalkyl, alkenyl, heteroalkenyl, aryl, heteroaryl, cycloalkyl and heterocycloalkyl moieties may be optionally substituted, with said term "substituted" referring to optional and suitable substitution with one or more moieties selected from the group consisting of alkyl, alkenyl, alkynyl, aryl, aralkyl, cycloalkyl, heterocyclic, halogen, hydroxy, thio, alkoxy, aryloxy, alkylthio, arylthio, amino, amido, ester, carboxylic acid, carbamate, urea, ketone, aldehyde, cyano, nitro, sulfonamide, sulfoxide, sulfone, sulfonyl urea, hydrazide, and hydroxamate.

Claim 2 (currently amended): The compound of claim 1, wherein R¹ is COR⁵, and R⁵ is H, OH, COOR⁸, and or CONR⁹R¹⁰.

Claim 3 (original): The compound of claim 2, wherein R¹ is COCONR⁹R¹⁰, and is R⁹ is H, and R¹⁰ is H, CH₂-CH=CH₂, CH(R^{1'})COOR¹¹, CH(R^{1'}) CONR¹²R¹³, CH(R^{1'})CONHCH(R^{2'})COOR¹¹, CH(R^{1'})CONHCH(R^{2'}) CONR¹²R¹³, or CH(R^{1'})CONHCH(R^{2'})(R').

Claim 4 (original): The compound of claim 3, wherein R¹⁰ is CH₂-CH=CH₂.

Claim 5 (original): The compound of claim 3, wherein R¹⁰ is CH(R^{1'})COOR¹¹.

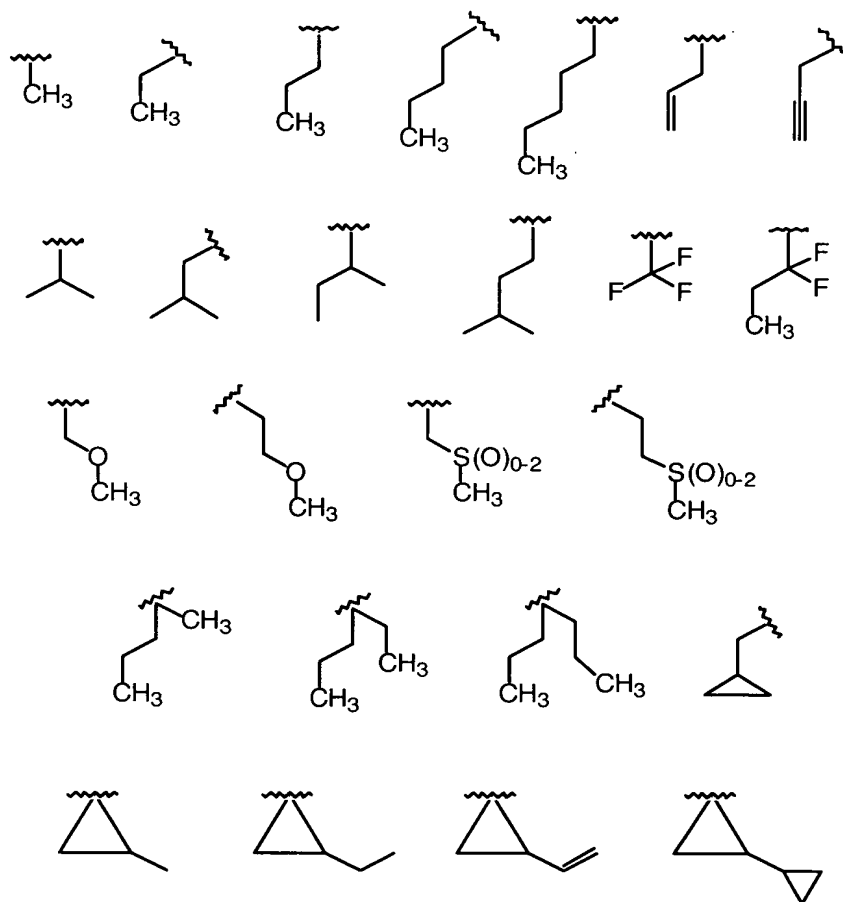
Claim 6 (original): The compound of claim 5, wherein R^{1'} is H and R¹¹ is H, allyl or benzyl.

Claim 7 (currently amended): The compound of claim 3, wherein R¹⁰ is CH(R^{1'})CONHCH(R^{2'})COOR¹¹, CH(R^{1'})CONHCH(R^{2'}) CONR¹²R¹³, or

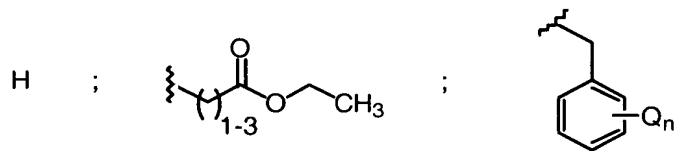
CH(R^{1'})CONHCH(R^{2'})(R'), wherein R^{1'} is H and R^{2'} is phenyl, substituted phenyl, heteroatom-substituted phenyl, thiophenyl, cyclohexyl, cyclopentyl, cyclopropyl, piperidyl and or pyridyl.

Claim 8 (original): The compound of claim 3, wherein R¹⁰ is selected from the group consisting of CH₂CONHCH(Ph)COOH, CH₂CONHCH(Ph)CONH₂, CH₂CONHCH(Ph)CONMe₂ and CH₂CONHCH(Ph)COO-benzyl.

Claim 9 (original): The compound of claim 1, wherein R² is selected from the group consisting of the following moieties:



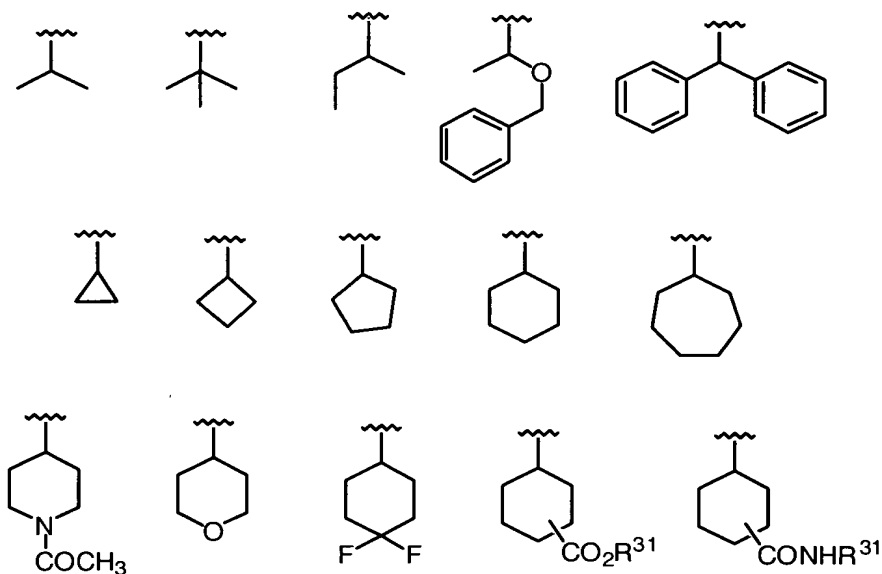
Claim 10 (original): The compound of claim 1, wherein G is selected from the group consisting of:



wherein n is a number from 0-2 and Q is selected from the group consisting of Cl, Br, methyl, methoxy, tert-butyl and combinations thereof.

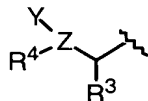
Claim 11 (original): The compound of claim 1, wherein X is C=O.

Claim 12 (original): The compound of claim 1, wherein R³ is selected from the group consisting of:



wherein R³¹ = H, alkyl or aryl.

Claim 13 (original): The compound of claim 1, wherein said moiety:



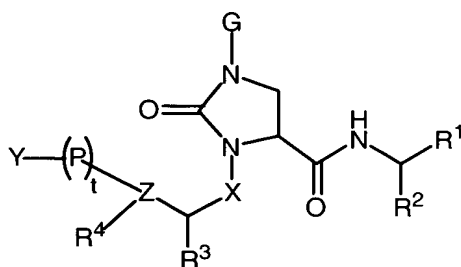
represents an arylalkyloxy group.

Claim 14 (original): The compound of claim 13, wherein said arylalkyloxy group is benzyloxy.

Claim 15 (original): The compound of claim 1, wherein Z is N and R⁴ is H.

Claim 16 (original): The compound of claim 1, wherein Y is selected from the group consisting of H, acetyl, or alkoxycarbonyl.

Claim 17 (currently amended): A compound, including enantiomers, stereoisomers, rotamers and tautomers of said compound, and pharmaceutically acceptable salts or solvates of said compound, said compound having the general structure shown in Formula II:

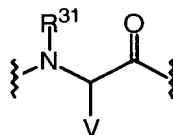


Formula II

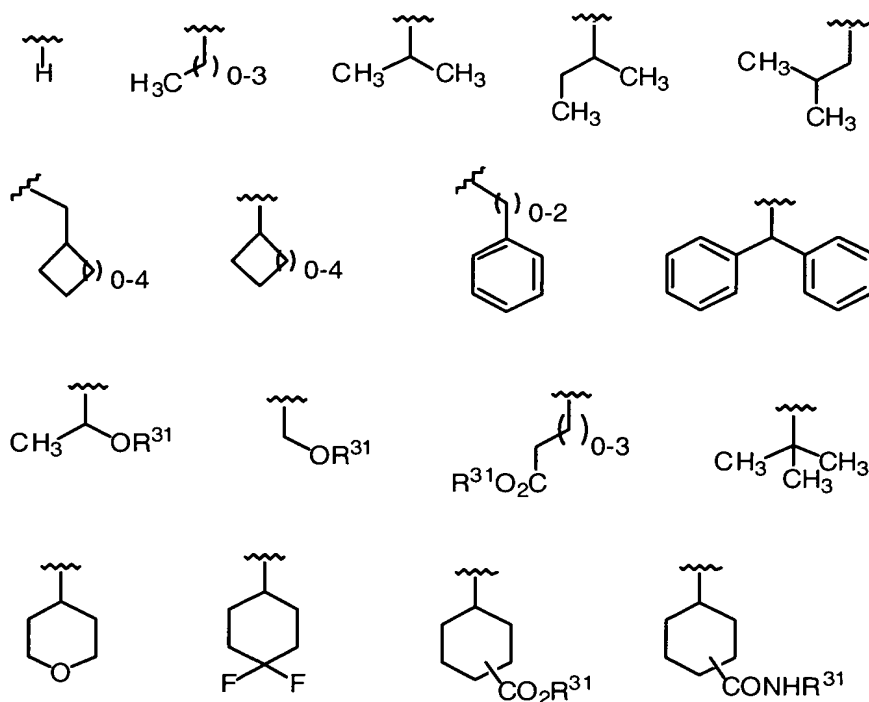
wherein:

t is a number from 1 to 3; and when t is 2 or 3, the P moieties may be the same or different;

P is represented by:



wherein V is selected from the group consisting of the following:



wherein R^{31} is independently selected from H, alkyl or aryl;

R^1 is COR^5 or $B(OR)_2$, wherein R^5 is selected from the group consisting of: H, OH, OR^8 , NR^9R^{10} , CF_3 , C_2F_5 , C_3F_7 , CF_2R^6 , R^6 , and COR^7 with R^7 being H, OH, OR^8 , CHR^9R^{10} , or NR^9R^{10} , wherein R^6 , R^8 , R^9 and R^{10} are independently selected from the group consisting of H, alkyl, aryl, heteroalkyl, heteroaryl, cycloalkyl, cycloalkyl, arylalkyl, heteroarylalkyl, $CH(R^1)COOR^{11}$, $CH(R^1)CONR^{12}R^{13}$, $CH(R^1)CONHCH(R^2)COOR^{11}$, $CH(R^1)CONHCH(R^2)CONR^{12}R^{13}$, $CH(R^1)CONHCH(R^2)R^1$, $CH(R^1)CONHCH(R^2)CONHCH(R^3)COOR^{11}$, $CH(R^1)CONHCH(R^2)CONHCH(R^3)CONR^{12}R^{13}$, wherein R^1 , R^2 , R^3 , R^4 , R^{11} , R^{12} , and

R¹³ are independently selected from a group consisting of H, alkyl, aryl, heteroalkyl, heteroaryl, cycloalkyl, alkyl-aryl, alkyl-heteroaryl, aryl-alkyl and heteroaralkyl;

Z is O, N, or CH;

X is selected from the group consisting of: C=O, C=S and (CRR')_p;

p is a number from 1-6;

G is selected from the group consisting of: H, alkyl, aryl, heteroalkyl, heteroaryl, alkyl-aryl and alky-heteroaryl with the proviso that G may be additionally optionally and chemically-suitably substituted with U¹¹ or U¹²;

R² is selected from the group consisting of H; C1-C10 alkyl; C2-C10 alkenyl; C3-C8 cycloalkyl; C3-C8 heterocycloalkyl, alkoxy, aryloxy, alkylthio, arylthio, amino, carbamate, urea, ketone, aldehyde, cyano, nitro; (cycloalkyl)alkyl and (heterocycloalkyl)alkyl, wherein said cycloalkyl is made of three to eight carbon atoms, and zero to six oxygen, nitrogen, sulfur, or phosphorus atoms, and said alkyl is of one to six carbon atoms; aryl; heteroaryl; alkyl-aryl; and alkyl-heteroaryl;

R, R², and R³ may be the same or different and are independently selected from the group consisting of H; C1-C10 alkyl; C2-C10 alkenyl; C3-C8 cycloalkyl; C3-C8 heterocycloalkyl, alkoxy, aryloxy, alkylthio, arylthio, amino, amido, ester, carboxylic acid, carbamate, urea, ketone, aldehyde, cyano, nitro; (cycloalkyl)alkyl and (heterocycloalkyl)alkyl, wherein said cycloalkyl is made of three to eight carbon atoms, and zero to six oxygen, nitrogen, sulfur, or phosphorus atoms, and said alkyl is of one to six carbon atoms; aryl; heteroaryl; alkyl-aryl; and alkyl-heteroaryl;

R⁴ maybe present or absent, and if R⁴ is present, R⁴ is selected from H, alkyl, aryl; and

Y is selected from the group consisting of H, alkyl, aryl, heteroalkyl, heteroaryl, cycloalkyl, arylalkyl, heteroarylalkyl, and U, where U is selected from alkyl-aryl, aryl-heteroaryl, alkyl-heteroaryl, alkylcarbonyl, arylalkylcarbonyl, arylcarbonyl, heteroalkylcarbonyl, heteroarylcarbonyl, cycloalkylcarbonyl, alkyloxycarbonyl, alkyl-aryloxycarbonyl, aryloxycarbonyl, arylalkyloxycarbonyl, heteroaryloxycarbonyl, heterocycloalkyloxycarbonyl, cycloalkyloxycarbonyl, alkylaminocarbonyl, arylaminocarbonyl, alkyl-arylaminocarbonyl, arylaminocarbonyl, arylalkylaminocarbonyl, heteroarylaminocarbonyl, cycloalkylaminocarbonyl, heterocycloalkylaminocarbonyl, alkylsulfonyl, arylsulfonyl, alkyl-arylsulfonyl, arylalkylsulfonyl, heteroarylsulfonyl, cycloalkylsulfonyl, and heterocycloalkylsulfonyl with the proviso that U may be additionally optionally and chemically-suitably substituted with U¹¹ or U¹²; where

U¹¹ is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkyl-alkyl, heterocyclyl, heterocyclylalkyl, aryl, alkylaryl, arylalkyl, heteroaryl, alkylheteroaryl, or heteroarylalkyl moiety, with the proviso that U¹¹ may be additionally optionally substituted with U¹²; and

U¹² is hydroxy, alkoxy, aryloxy, thio, alkylthio, arylthio, amino, alkylamino, arylamino, alkylsulfonyl, arylsulfonyl, alkylsulfonamido, arylsulfonamido, carboxy, carbalkoxy, carboxamido, alkoxycarbonylamino, alkoxycarbonyloxy, alkylureido, arylureido, halogen, cyano, or nitro moiety, with the proviso that the alkyl, alkoxy, and aryl may be additionally optionally substituted with moieties independently selected from U¹²;

with said alkyl, heteroalkyl, alkenyl, heteroalkenyl, aryl, heteroaryl, cycloalkyl and heterocycloalkyl moieties may be optionally substituted, with said term "substituted" referring to optional and suitable substitution with one or more moieties selected from the group consisting of alkyl, alkenyl, alkynyl, aryl, aralkyl, cycloalkyl, heterocyclic, halogen, hydroxy, thio, alkoxy, aryloxy, alkylthio, arylthio, amino, amido, ester, carboxylic acid, carbamate, urea, ketone, aldehyde, cyano, nitro, sulfonamide, sulfoxide, sulfone, sulfonyl urea, hydrazide, and hydroxamate.

Claim 18 (currently amended): The compound of claim 17, wherein R^1 is COR^5 , and R^5 is H, ΘH , $COOR^8$, or $CONR^9R^{10}$.

Claim 19 (original): The compound of claim 18, wherein R^1 is $COCONR^9R^{10}$, and is R^9 is H, and R^{10} is H, $CH_2-CH=CH_2$, $CH(R^1)COOR^{11}$, $CH(R^1)CONR^{12}R^{13}$, $CH(R^1)CONHCH(R^2)COOR^{11}$, $CH(R^1)CONHCH(R^2)CONR^{12}R^{13}$, or $CH(R^1)CONHCH(R^2)(R')$.

Claim 20 (original): The compound of claim 19, wherein R^{10} is $CH_2-CH=CH_2$.

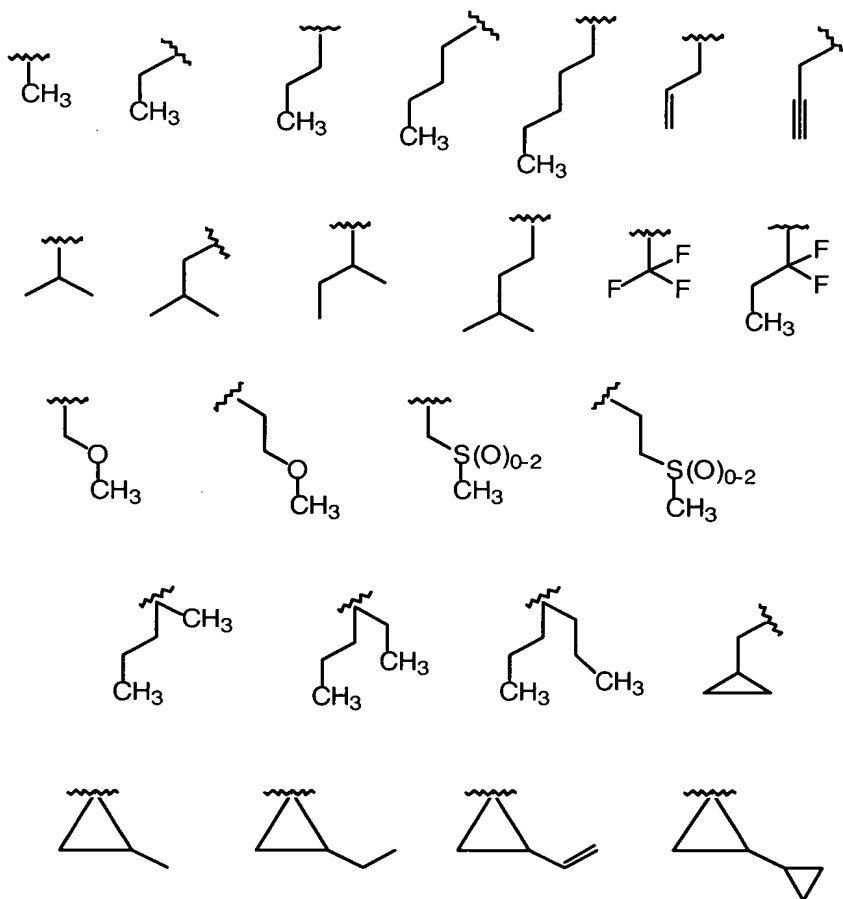
Claim 21 (original): The compound of claim 19, wherein R^{10} is $CH(R^1)COOR^{11}$.

Claim 22 (original): The compound of claim 21, wherein R^1 is H and R^{11} is H, allyl or benzyl.

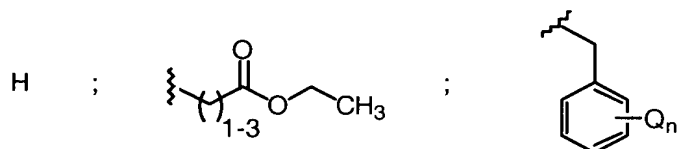
Claim 23 (original): The compound of claim 19, wherein R^{10} is $CH(R^1)CONHCH(R^2)COOR^{11}$, $CH(R^1)CONHCH(R^2)CONR^{12}R^{13}$, or $CH(R^1)CONHCH(R^2)(R')$, wherein R^1 is H and R^2 is phenyl, substituted phenyl, heteroatom-substituted phenyl, thiophenyl, cyclohexyl, cyclopentyl, cyclopropyl, piperidyl and pyridyl.

Claim 24 (original): The compound of claim 19, wherein R^{10} is selected from the group consisting of $CH_2CONHCH(Ph)COOH$, $CH_2CONHCH(Ph)CONH_2$, $CH_2CONHCH(Ph)CONMe_2$ and $CH_2CONHCH(Ph)CO-O-benzyl$.

Claim 25 (original): The compound of claim 17, wherein R^2 is selected from the group consisting of the following moieties:



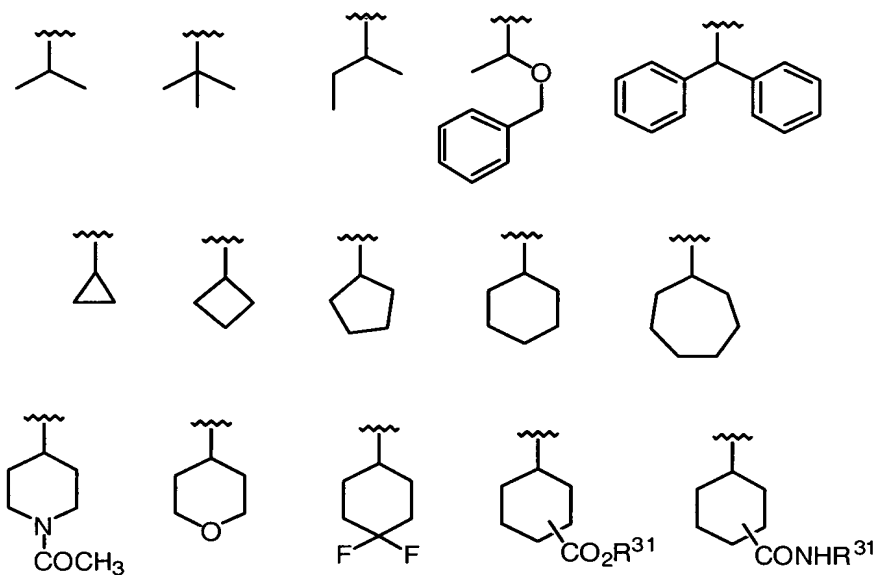
Claim 26 (original): The compound of claim 17, wherein G is selected from the group consisting of:



wherein n is a number from 0-2 and Q is selected from the group consisting of Cl, Br, methyl, methoxy, tert-butyl and combinations thereof.

Claim 27 (original): The compound of claim 17, wherein X is C=O.

Claim 28 (original): The compound of claim 17, wherein R³ is selected from the group consisting of:



wherein R³¹ = H, alkyl or aryl

Claim 29 (original): The compound of claim 17, wherein Z is N and R⁴ is H.

Claim 30 (original): The compound of claim 17, wherein P is a peptide moiety selected from Glu(O^tBu)-Glu(O^tBu)-Val and Glu-Glu-Val.

Claim 31 (original): The compound of claim 17, wherein P is an amino acid moiety selected from Val, Glu(O^tBu) and Glu.

Claim 32 (original): The compound of claim 17, wherein t is 1.

Claim 33 (original): The compound of claim 17, wherein t is 3.

Claim 34 (original): The compound of claim 17, wherein Y is selected from the group consisting of H, acyl, or alkoxycarbonyl.

Claim 35 (original): The compound of claim 34, wherein the acyl group is acetyl group.

Claim 36 (currently amended): A pharmaceutical composition comprising as an active ingredient a compound of claim 1 or claim 17 and a pharmaceutically acceptable carrier.

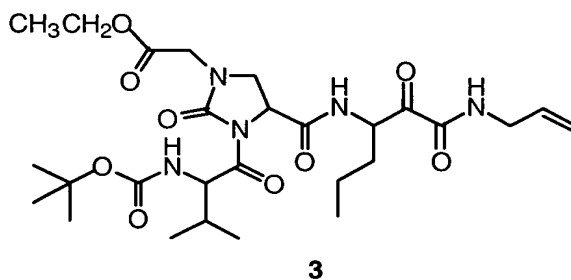
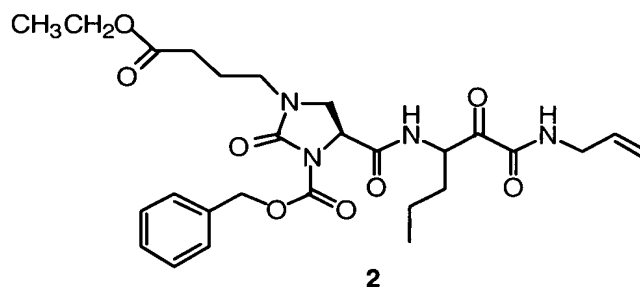
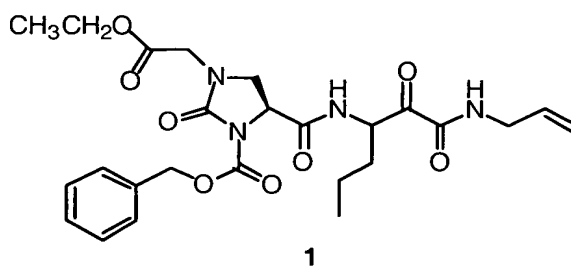
Claim 37 (currently amended): The pharmaceutical composition of claim 36 for use in treating disorders associated with HCV hepatitis C nonstructural protein-3 protease (HCV NS3 protease).

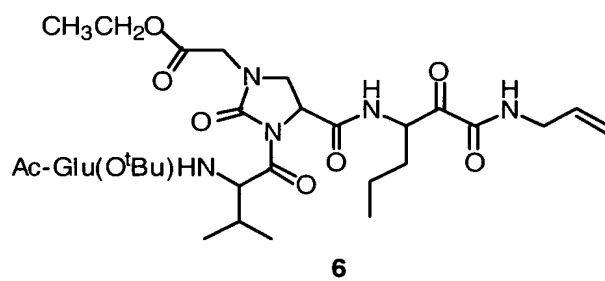
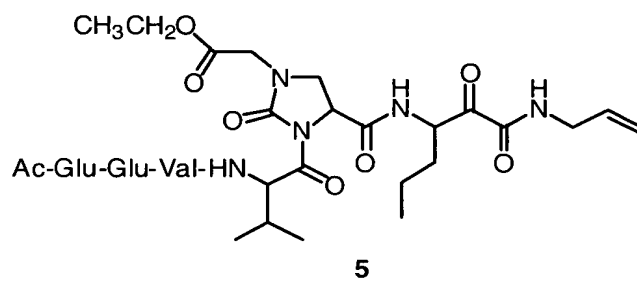
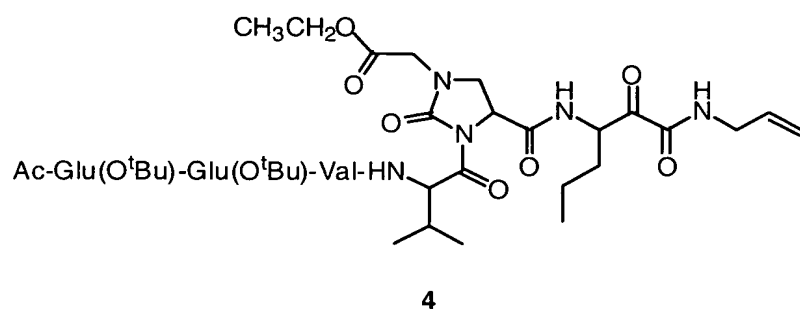
Claims 38-41 (cancelled without prejudice).

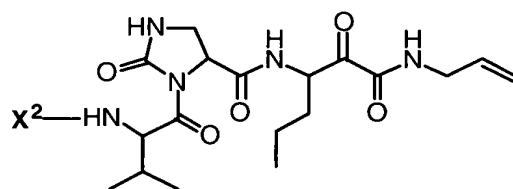
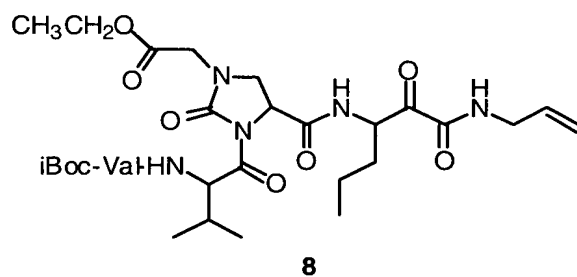
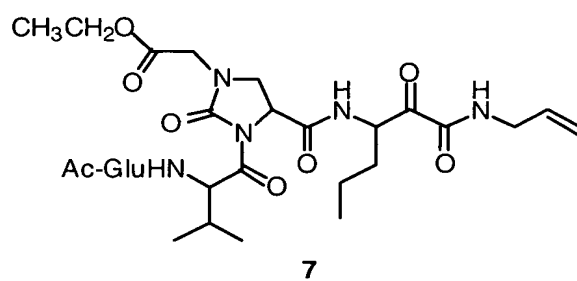
Claim 42 (currently amended): A method of preparing a pharmaceutical composition for treating the disorders associated with the HCV NS3 protease, said method comprising bringing into intimate contact a compound of claim 1 or claim 17 and a pharmaceutically acceptable carrier.

Claim 43 (original): A compound exhibiting HCV protease inhibitory activity, including enantiomers, stereoisomers and tautomers of said compound, and

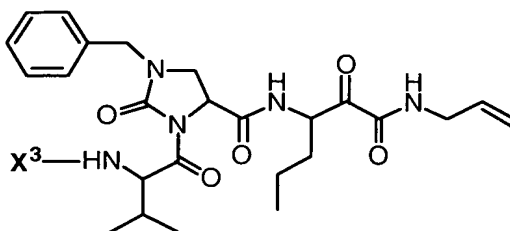
pharmaceutically acceptable salts or solvates of said compound, said compound being selected from the compounds of structures listed below:



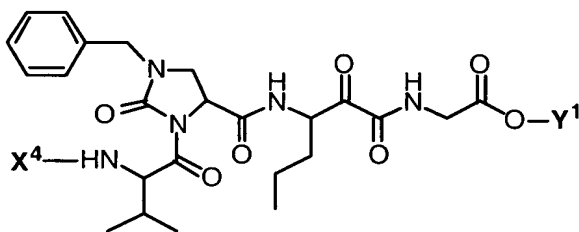




Compound	X ²
9	Boc-Val- (isomer 1)
10	Boc-Val- (isomer 2)
11	Ac-Glu(O ⁱ Bu)-Glu(O ⁱ Bu)-Val-
12	Ac-Glu-Glu-Val-
13	Boc
14	H

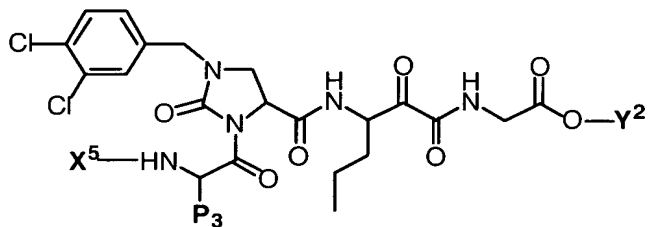


Compound	X^3
15	Boc-Val-
16	Val-
17	Ac-Glu(O ^t Bu)-Glu(O ^t Bu)-Val-
18	Ac-Glu-Glu-Val-

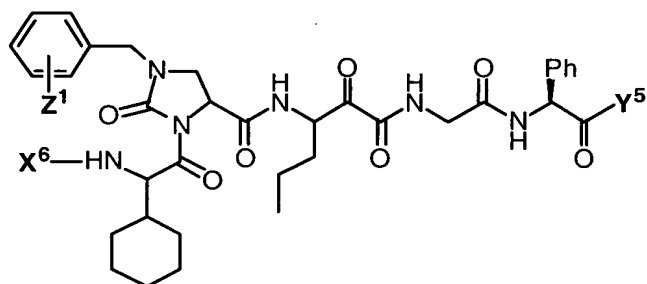


Compound	X^4	Y^1
19	Boc-	allyl
20	H	allyl
21	Boc-Val-	allyl
22	Ac-Glu(O ^t Bu)-Glu(O ^t Bu)-Val-	allyl
23	Ac-Glu-Glu-Val-	allyl

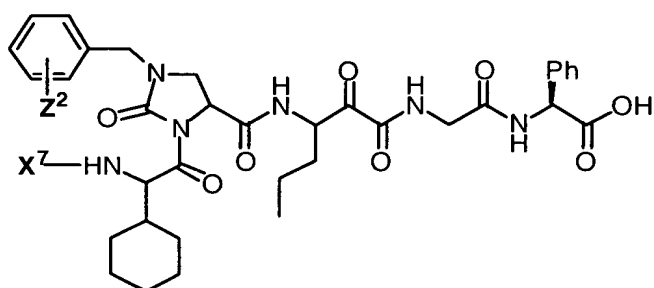
24	Boc-Val-	H
25	Ac-Glu(O ^t Bu)-Glu(O ^t Bu)-Val-	H



Compound	X ⁵	Y ²	P ₃
26	Boc-Val-	allyl	iPr
27	Ac-Glu(O ^t Bu)-Glu(O ^t Bu)-Val-	allyl	iPr
28	Ac-Glu-Glu-Val-	allyl	iPr
29	Boc-	benzyl	Chx



Compound	X ⁶	Z ¹	Y ⁵
30	Boc-	3,4-dichloro	-NH ₂
31	Boc-	4-Bromo	-OBn
32	Boc-	3-Bromo	-OBn
33	Boc-	4-Chloro	-OBn
34	Boc-	3-Chloro	-OBn
35	iBoc-	3,4-dichloro	-NH ₂
36	iBoc-	4-Bromo	-OBn
37	iBoc-	3-Bromo	-OBn
38	iBoc-	4-Chloro	-OBn
39	iBoc-	3-Chloro	-OBn
40	Boc-	4-Bromo	-OH
41	Boc-	3-Bromo	-OH
42	Boc-	4-Chloro	-OH
43	Boc-	3-Chloro	-OH
44	iBoc-	4-Bromo	-OH
45	iBoc-	3-Bromo	-OH
46	iBoc-	4-Chloro	-OH
47	iBoc-	3-Chloro	-OH



Compound	X ⁷	Z ²
48	iBoc-	H
49	Ac-Val-	H
50	iBoc-	3,4-dimethyl
51	Ac-Val-	3,4-dimethyl
52	iBoc-	3-methyl
53	Ac-Val-	3-methyl
54	Ac-Val-	4-methyl
55	Ac-Val-	3-methoxy
56	Ac-Val-	4-methoxy
57	Ac-Val-	4- ¹ -butyl

Claim 44 (currently amended): A pharmaceutical composition for treating disorders associated with the HCV NS3 protease, said composition comprising therapeutically effective amount of one or more compounds in claim 43 and a pharmaceutically acceptable carrier.

Claim 45 (currently amended): The pharmaceutical composition of claim 44, additionally containing an antiviral agent.

Claim 46 (currently amended): The pharmaceutical composition of claim 44 or claim 45, still additionally containing an interferon.

Claim 47 (currently amended): The pharmaceutical composition of claim 46, wherein said antiviral agent is ribavirin and said interferon is α -interferon.